

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

JAMES LAFOREST, HENRIETTA LAFRINERE,
ROBERT LINTZ, RALPH MINER, LAVERNE
SPENCER and IRENE WESOLOWSKI,
individually and as a class of persons similarly
situated,

Plaintiffs,

Case No. 03-CV-6248T
Hon. Michael
A. Telesca
Magistrate Judge Marian W.

Payson
-vs-

HONEYWELL INTERNATIONAL, INC.,
a Delaware corporation,

Defendant.

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ORDER OF PRELIMINARY APPROVAL

OF SETTLEMENT AGREEMENT

By order dated February 24, 2004, this Court certified this action as a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure. The parties have entered into a proposed Settlement Agreement on September 14, 2005 that covers the certified Class and have now requested this Court to give its preliminary approval to the Settlement Agreement and to approve the form and method of providing notice of the proposed Settlement Agreement to the Class.

The Court has reviewed the proposed Settlement Agreement and the incorporated exhibits and the proposed forms of class notice and finds and concludes:

1. On a preliminary basis, the Court finds that the proposed Settlement

Agreement is fair, reasonable, adequate and is in the best interests of the Class Members. The Court will therefore direct that notice of the proposed Settlement Agreement be provided to the class pursuant to Fed. R. Civ. P. 23(e).

2. The Court has reviewed the attached forms of the notices of the proposed settlement ("Mailed Notice") and the cover letters by class counsel to be sent with the Mailed Notices, and finds that they comply with the requirements of Fed. R. Civ. P. 23(d) and (e) and fairly present the terms of the proposed Settlement Agreement and the Class Members' rights and responsibilities in the settlement approval process.

3. The Parties propose that Class Counsel send the Mailed Notices, by first class mail, to all identified Class Members. The Court finds that this is the best notice practicable under the circumstances and is reasonably calculated to effectuate actual notice of the proposed settlement to Class Members.

4. The Parties have compiled the names and addresses of all known members of the Class. The individual mailing of notice to those Class Members identified by the Parties provides due and sufficient notice of the proceedings, of the proposed settlement and of the settlement approval procedure, thus satisfying the requirements of Fed. R. Civ. P. 23 and due process.

Based upon the foregoing findings of fact and conclusions of law:

1. IT IS HEREBY ORDERED that the proposed Settlement Agreement is preliminarily approved.

2. IT IS FURTHER ORDERED that all proceedings not related to the approval and implementation of the proposed Settlement Agreement are stayed until

further order of this Court.

3. IT IS FURTHER ORDERED that the Mailed Notices and the cover letters from Class Counsel to accompany the Mailed Notices are approved. The appropriate Mailed Notice and letter, together with a copy of the proposed Settlement Agreement, shall be mailed to each Class Member at his or her current last known address by Class Counsel on or before November 14, 2005.

5. IT IS FURTHER ORDERED that Class Counsel shall file an affidavit of mailing with this Court and serve copies on all counsel before December 21, 2005.

6. IT IS FURTHER ORDERED that if a Class Member intends to contest the approval by this Court of the Settlement Agreement, such Class Member must file written objections, together with all papers to be submitted to this Court at the settlement hearing, on or before December 7, 2005, with the Clerk of the Court, 2120 U.S. Courthouse, 100 State Street, Rochester, NY 14614. All such objections and other papers must be served on: (a) Class Counsel, William A. Wertheimer, Jr., 30515 Timberbrook Lane, Bingham Farms, Michigan 48025; (b) Honeywell counsel, Joseph J. Costello at Morgan, Lewis & Bockius LLP, 1701 Market Street, Philadelphia, Pennsylvania 19103; and (c) Mark IV counsel, John W. Allen, at Varnum, Riddering, Schmidt & Howlett, LLP, 251 Rose Street, Kalamazoo, Michigan 49007. Objections should bear the following heading: *LaForest v. Honeywell*, Civil Action No. 03-CV-6248T, Objections to Proposed Settlement Agreement. **THE COURT CANNOT ANSWER CLASS MEMBERS' QUESTIONS ABOUT THE SETTLEMENT. IF A CLASS MEMBER HAS QUESTIONS, HE/SHE SHOULD**

**CONTACT CLASS COUNSEL OR THE COUNSEL OF HIS/HER CHOOSING,
NOT THE COURT.**

7. IT IS FURTHER ORDERED that responses to any written objections filed with the Court must be filed and served on all parties on or before December 14, 2005.

8. IT IS FURTHER ORDERED that on December 21, 2005, at the hour of 10 a.m., at the United States Courthouse, 100 State Street, Courtroom 2720, Rochester, New York, a hearing will be held to determine the fairness, reasonableness and adequacy of the terms and conditions of the settlement set forth in the proposed Settlement Agreement and exhibits thereto. Any Class Member may appear personally or by counsel at the hearing and may object or express the Class Member's view regarding the Settlement Agreement and present evidence, briefs, or other papers in support thereof. However, a Class Member shall not be heard, nor be entitled to contest the approval by this Court of the Settlement Agreement, unless such Class Member has filed written objections by December 7, 2005, as set forth above.

9. IT IS FURTHER ORDERED that the hearing may be continued or adjourned by order of this Court, from time to time, and without further notice to the Class.

Dated: Oct 26, 2005 Michael A. Tolera
U.S. District Judge

Approved for Entry:

FOR THE CLASS:

By:

William A. Wertheimer, Jr.
30515 Timberbrook Lane
Bingham Farms, MI 48025

Dated:

FOR HONEYWELL INTERNATIONAL INC.:

By:

Joseph J. Costello
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103

Dated:

FOR BAM ENTERPRISES, INC.:

By:

Hugh Carlin
Gross Shuman Brizdle & Gilfillan PC
465 Main Street, Suite 600
Buffalo, NY 14203

Dated:

FOR MOTOR COMPONENTS, LLC:

By:

Hugh Carlin
Gross Shuman Brizdle & Gilfillan PC
465 Main Street, Suite 600
Buffalo, NY 14203

Dated:

FOR MARK IV INDUSTRIES, INC.:

By:

John W. Allen
Varnum, Riddering, Schmidt & Howlett, LLP
215 North Rose Street
Kalamazoo, Michigan 49007

Dated:

FOR PUROLATOR PRODUCTS COMPANY:

By:

John W. Allen
Varnum, Riddering, Schmidt & Howlett, LLP
215 North Rose Street
Kalamazoo, Michigan 49007

Dated:

FOR ARVINMERITOR, INC.:

By:

John W. Allen
Varnum, Riddering, Schmidt & Howlett, LLP
215 North Rose Street
Kalamazoo, Michigan 49007

Dated: